CONNELL FINANCE COMPANY, INC.

200 CONNELL DRIVE BERKELEY HEIGHTS, N.J. 07922 U.S.A.

TELEPHONE
(908) 673-3700

TELEFAX (908) 673-3800

RECORDATION NO. 7527-F FILED

NOV 24 '14 -4 54 PM

SURFACE TRANSPORTATION BOARD

November 21, 2014

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Section Chief:

I enclose for recordation an original and a copy of the document described below for recordation pursuant Section 11301 of Title 49 of the U.S. Code. I have also enclosed a copy of this letter along with the original.

The enclosed document is a Release and Satisfaction and Bill of Sale, a secondary document, dated November 19, 2014 (the "Release"), issued by The Bank of New York Mellon Trust Company, N.A. (ultimate successor to Girard Trust Bank), as agent for various lenders ("Lender"). The primary document to which the Release is connected is a Conditional Sale Agreement dated as of December 23, 1975 ("CSA") between General Motors Corporation, as builder thereunder ("Builder") and Connell Leasing, Inc. (now succeeded to in interest by Connell Finance Company, Inc.), as owner thereunder ("Owner"), which was previously recorded with the Interstate Commerce Commission ("ICC"), predecessor to the Board, at 2:55 PM on December 23, 1975 and assigned Recordation No. 8155. Further, pursuant to that certain Agreement and Assignment dated as of December 23, 1975 ("Agreement and Assignment"), which was recorded with the ICC on December 23, 1975 at 2:55 PM and assigned Recordation No. 8155-A, Builder had assigned its interests in the "Equipment" under the CSA to Lender.

The CSA and the Agreement and Assignment were entered into in conjunction with a Lease of Railroad Equipment dated as of December 23, 1975, between Chicago, Milwaukee, St. Paul & Pacific Railroad Company (ultimately succeeded to in interest by Soo Line Railroad Company), as lessee thereunder and Owner (the "Lease"), which was recorded with the ICC on December 23, 1975 at 2:55 PM and assigned Recordation No. 8155-B. Owner had also assigned a collateral security interest in the Lease to the Lender under a Lease Assignment dated as of December 23, 1975, which was recorded with the ICC on December 23, 1975 at 2:55 PM and assigned Recordation No. 8155-C. An amendment to the Lease, which amendment was entitled "Amendment to Lease of Railroad Equipment" and dated as of January 1, 1986 was recorded with the ICC on September 11, 1986 at 10:30 AM and assigned Recordation No. 7527-C.

All of Owner's obligations under the CSA have been performed in full and the Lease, as amended, has been terminated.

NOV 24 2014
RECEIVED

CAB/14.0653a

The name and address of the Lender, the sole party to the Release, are:

The Bank of New York Mellon Trust Company, N.A.
525 William Penn Place, 38th Floor
Pittsburgh, PA 15259

A description of the equipment covered by the Release is:

> *32 General Motors Corporation-built, diesel electric MP-15AC locomotives, with road numbers and reporting marks MILW 466 to MILW 497, inclusive, and covered by Primary Document No. 8155 recorded with the ICC on December 23, 1975 at 2:55 PM are RELEASED.*

A check in the amount of $43.00 payable to the order of the Surface Transportation Board is enclosed to cover the fee for recordation of the Release. Please return one set of the Release and of this letter, time and date stamped as to filing, to: Carlton A. Blake, Esq., Vice President and Associate General Counsel, Connell Finance Company, Inc., 200 Connell Drive, Berkeley Heights, NJ 07922.

A short summary of the Release follows:

> Release and Satisfaction and Bill of Sale dated as of November 19, 2014, by The Bank of New York Mellon Trust Company, N.A. (as ultimate successor-in-interest to Girard Trust Bank) ("*Lender*"), whereby Lender declares that certain Conditional Sale Agreement dated as of December 23, 1975 (the "*Conditional Sale Agreement*"), between General Motors Corporation (whose interests in the "Equipment" thereunder were assigned to Lender) and Connell Finance Company, Inc. (as ultimate successor-in-interest to Connell Leasing, Inc.) ("*Connell*") to be satisfied and canceled, and consents that the same be discharged of record, and whereby Lender further sells, assigns, conveys, transfers, sets over, and releases, unto Connell all of its right, title and interest in and to: (a) all of the "Equipment" under the Conditional Sale Agreement, free of all liens, security interests and other encumbrances created or retained under the Conditional Sale Agreement, or which result from claims against Lender that are not related to the subject security interest in the Equipment under the Conditional Sale Agreement; and (b) the Lease of Railroad Equipment dated as of December 23, 1975, as amended, between Chicago, Milwaukee, St. Paul & Pacific Railroad Company (whose ultimate successor-in-interest is Soo Line Railroad Company), as lessee and Connell, as lessor. The Conditional Sale Agreement was recorded with the Interstate Commerce Commission (now Surface Transportation Board) on December 23, 1975 at 2:55 PM and assigned Recordation No. 8155. The Equipment under the Conditional Sale Agreement consisted of 32 General Motors Corporation-built, diesel electric MP15-AC locomotives, with the following reporting marks and road numbers: MILW 466 to MILW 497, inclusive.

Should you have any questions or need further information, please do not hesitate to contact me at (908) 673-3700.

Sincerely,

CONNELL FINANCE COMPANY, INC.

Carlton A. Blake
Vice President & Assoc. General Counsel

NOV 24 2014
RECEIVED

CAB/14.0653a

RECORDATION NO. 7527-F FILED

NOV 24 '14 -4 54 PM

SURFACE TRANSPORTATION BOARD

RELEASE AND SATISFACTION AND BILL OF SALE

This Release and Satisfaction and Bill of Sale is dated as of November 19, 2014, by The Bank of New York Mellon Trust Company, N. A. (as ultimate successor to Girard Trust Bank, as agent for various lenders ("*Girard*")), as Lender (*"Lender"*).

WHEREAS, General Motors Corporation (*"Builder")* and Connell Leasing, Inc. ("*Connell Leasing*") entered into that certain Conditional Sale Agreement dated as of December 23, 1975 (as may have been amended or supplemented, the *"Conditional Sale Agreement"*), pursuant to which Builder retained a security interest in 32 General Motors Corporation-built, diesel electric MP-15AC locomotives, with the following reporting marks and road numbers (the "*Locomotives*"):

MILW 466 to MILW 497, inclusive;

WHEREAS, Girard and Builder entered into that certain Agreement and Assignment dated as of December 23, 1975 (the *"Agreement and Assignment"*), pursuant to which Builder assigned its interests in the Locomotives to Girard;

WHEREAS, Connell Leasing, as lessor thereunder, and Chicago, Milwaukee, St. Paul & Pacific Railroad Company, as lessee thereunder (*"Chicago Milwaukee*), were parties to that certain Lease of Railroad Equipment dated as of December 23, 1975 (as amended, the *"Lease"*), pursuant to which Connell Leasing leased the Locomotives to Chicago Milwaukee;

WHEREAS, Connell Leasing and Girard were parties to that certain Lease Assignment dated as of December 23, 1975 (the *"Assignment of Lease"*), pursuant to which Connell Leasing assigned a collateral security interest in the Lease to Girard, securing the obligations owed under the Conditional Sale Agreement;

WHEREAS, the Conditional Sale Agreement, the Agreement and Assignment, the Lease and the Assignment of Lease were each recorded with the Interstate Commerce Commission (now, the Surface Transportation Board) on December 23, 1975 at 2:55 p.m., and given recordation numbers **8155, 8155-A, 8155-B** and **8155-C**, respectively, and any other related filings, including amendments to the foregoing documents, that were made were given corresponding recordation numbers;

WHEREAS, the *"Conditional Sale Indebtedness"*, as defined in the Conditional Sale Agreement, with interest thereon, has been fully paid and all of the obligations under the Conditional Sale Agreement have been fully complied with and performed;

WHEREAS, Connell Finance Company, Inc. (*"Connell Finance"*) became the ultimate successor to the interests of Connell Leasing, as Lessor, in the Locomotives; Soo Line Railroad Company became the ultimate successor to the interests of Chicago Milwaukee, as Lessee, in the Locomotives; and the Locomotives were re-named and re-numbered as:

SOO 1532 to SOO 1563, inclusive; and

WHEREAS, Connell is hereby duly requesting that Lender: (a) declare the Conditional Sale Agreement to be satisfied and canceled; (b) release and transfer to Connell all interests held by Lender in the Locomotives; and (c) provide for public recordation of evidence of such release and transfer, and Lender is willing to so declare, release and transfer and provide;

NOW, THEREFORE, in consideration of One Dollar ($1.00) and other valuable consideration:

Lender does hereby **declare the Conditional Sale Agreement to be satisfied and canceled and does consent that the same be discharged of record**, and further does hereby sell, assign, convey, transfer, set over, and release, unto Connell Finance all of its right, title and interest in and to (a) all of the Locomotives, free of all liens, security interests and other encumbrances created or retained under the Conditional Sale Agreement, or which result from claims against Lender that are not related to the subject security interest in the Locomotives; and (b) the Lease.

IN WITNESS WHEREOF, Lender has caused these presents to be executed in its name by its officer thereunto duly authorized, as of the date first written above.

ATTEST:

THE BANK OF NEW YORK MELLON TRUST COMPANY, N. A.

Name: Kevin Rockwell
Title: Vice President

By: _____
Name: David M. Babich
Title: Vice President

STATE OF Pennsylvania)
) ss:
COUNTY OF Allegheny)

On this 20th day of November, 2014, before me personally appeared David M. Babich, to me personally known, who, being by me duly sworn, says that he/she is a Vice President of THE BANK OF NEW YORK MELLON TRUST COMPANY, N. A., that the foregoing instrument was signed and sealed on behalf of said corporation by authority of said corporation and by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

_____
Notary Public

[Notarial Seal]

My Commission Expires: 2/17/15

NOTARIAL SEAL
EVELINA OLSHANSKAYA
Notary Public
PITTSBURGH CITY, ALLEGHENY COUNTY
My Commission Expires Feb 17, 2015